

ORDINANCE NO. _____ Series 2009

AN ORDINANCE AUTHORIZING (A) THE ISSUANCE OF (I) LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT STUDENT HOUSING INDUSTRIAL BUILDING REFUNDING REVENUE BONDS (ULH, INC. – KURZ HALL PROJECT), SERIES 2009A IN AN AMOUNT NOT TO EXCEED [\$15,250,000] (THE “SERIES 2009A BONDS”) AND (II) LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT STUDENT HOUSING INDUSTRIAL BUILDING REFUNDING REVENUE BONDS (ULH, INC. – BETTIE JOHNSON HALL PROJECT), SERIES 2010A IN AN AMOUNT NOT TO EXCEED [\$24,250,000] (THE “SERIES 2010A BONDS,” AND TOGETHER WITH THE SERIES 2009A BONDS, THE “BONDS”); (B) THE EXECUTION AND DELIVERY OF (I) A TRUST INDENTURE BETWEEN THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., AS TRUSTEE (OR SUCH OTHER INSTITUTION WHICH MAY SERVE AS TRUSTEE) (THE “TRUSTEE”) AND THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT (THE “ISSUER”) SECURING THE SERIES 2009A BONDS, (II) A TRUST INDENTURE BETWEEN THE TRUSTEE AND THE ISSUER SECURING THE SERIES 2010A BONDS, (III) A LOAN AGREEMENT BETWEEN THE ISSUER AND ULH, INC. (THE “COMPANY”) REGARDING THE SERIES 2009A BONDS, (IV) A LOAN AGREEMENT BETWEEN THE ISSUER AND THE COMPANY REGARDING THE SERIES 2010A BONDS, (V) A BOND PURCHASE AGREEMENT AMONG THE ISSUER, THE COMPANY AND MORGAN KEEGAN & COMPANY, INC. (THE “UNDERWRITER”) IN CONNECTION WITH THE SERIES 2009A BONDS, (VI) A BOND PURCHASE AGREEMENT AMONG THE ISSUER, THE COMPANY AND THE UNDERWRITER IN CONNECTION WITH THE SERIES 2010A BONDS, (VII) AN OFFICIAL STATEMENT RELATING TO THE ISSUANCE AND SALE OF THE SERIES 2009A BONDS, (VIII) AN OFFICIAL STATEMENT RELATING TO THE ISSUANCE AND SALE OF THE SERIES 2010A BONDS, AND (IX) ANY AND ALL OTHER RELATED DOCUMENTS; AND THE TAKING OF OTHER RELATED ACTION.

Sponsored By: Councilwoman Barbara E. Shanklin

WHEREAS, the Louisville/Jefferson County Metro Government (the “**Issuer**”), pursuant to the provisions of Sections 103.200 to 103.285, inclusive, of the Kentucky Revised Statutes, as amended (the “**Act**”), is specifically authorized and empowered to issue its Louisville/Jefferson County Metro Government Student Housing Industrial Building Refunding Revenue Bonds (ULH, Inc. – Kurz Hall Project), Series 2009A in an amount not to exceed [\$15,250,000] (the “**Series 2009A Bonds**”) and its Louisville/Jefferson County Metro Government Student Housing Industrial Building Refunding Revenue Bonds (ULH, Inc. – Bettie

Johnson Hall Project), Series 2010A in an amount not to exceed [\$24,250,000] (the “**Series 2010A Bonds**” and, together with the Series 2009A Bonds, the “**Bonds**”) hereinafter approved; and

WHEREAS, ULH, Inc. (the “**Company**”), a nonprofit corporation organized and existing under the laws of the Commonwealth of Kentucky (the “**Commonwealth**”) and exempt from federal income taxes as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, proposes that the Issuer, pursuant to the Act, (A) through the issuance of the Series 2009A Bonds, refund its \$14,135,000 County of Jefferson, Kentucky Variable Rate Student Housing Industrial Building Revenue Bonds (ULH, Inc. – University of Louisville, Phase II Project), Series 2002A (the “**Series 2002A Bonds**”), the proceeds of which were used to finance (i) the cost of the acquisition, construction, equipping and installation of a three-story, approximately 129-room student housing facility with 402 beds on property located at 1900 South Fourth Street, in Louisville, Jefferson County, Kentucky, which property is leased by the Company from the Commonwealth for the use and benefit of the University of Louisville (the “**Kurz Hall Project**”), (ii) fund the Debt Service Reserve Fund for the Series 2002A Bonds, (iii) interest on the Series 2002A Bonds during the period of construction of the Kurz Hall Project, (iv) working capital, and (v) a portion of the costs of issuing the Series 2002A Bonds; and (B) through the issuance of the Series 2010A Bonds, refund its \$24,080,000 County of Jefferson, Kentucky Variable Rate Demand Student Housing Industrial Building Revenue Bonds (ULH, Inc. – University of Louisville Project), Series 2001A (the “**Series 2001A Bonds**”), the proceeds of which were used to (i) finance the cost of the acquisition, construction, equipping and installation by the Company of a four-story, approximately 224-room student housing facility with 493 beds on leased property located on one-half city block bounded by South Fourth Street and West Cardinal Boulevard in Louisville, Jefferson County, Kentucky, which property is leased by the Company from the Commonwealth for the use and benefit of the University of Louisville (the “**Bettie Johnson Hall Project**,” and together with the Kurz Hall Project, collectively, the “**Project**”), (ii) fund the Debt Service Reserve Fund for the Series 2001A Bonds, (iii) interest on the Series 2001A Bonds during the period of construction of the Bettie Johnson Hall Project, (iv) provide working capital, and (v) pay a portion of the costs of issuance of the Series 2001A Bonds; and

WHEREAS, the Issuer has agreed and is willing, pursuant to the Act, to issue the Series 2009A Bonds and to utilize the proceeds of such Series 2009A Bonds to assist the refinancing of the Series 2002A Bonds upon the terms which are set forth in the Loan Agreement, dated as of December 1, 2009, by and between the Issuer and the Company hereinafter approved (the “**2009A Loan Agreement**”); and

WHEREAS, the Issuer has agreed and is willing, pursuant to the Act, to issue the Series 2010A Bonds and to utilize the proceeds of such Series 2010A Bonds to assist the refinancing of the Series 2010A Bonds upon the terms which are set forth in the Loan Agreement, dated as of January 1, 2010, by and between the Issuer and the Company hereinafter approved (the “**2010A Loan Agreement**,” which together with the 2009A Loan Agreement are, collectively, the “**Loan Agreements**”); and

WHEREAS, pursuant to the provisions of Section 103.230 of the Act, the Company has made a request in writing, addressed to the Issuer, that the sale of the Series 2009A Bonds, bearing interest as set out in the Trust Indenture dated as of December 1, 2009 (the “**2009A Indenture**”), by and between the Issuer and The Bank of New York Mellon Trust Company, N.A., as trustee (or any other institution which may serve as Trustee as described in such 2009A Indenture) (the “**Trustee**”), hereinafter approved, shall be made upon a negotiated basis to Morgan Keegan & Company, Inc., as underwriter (the “**Underwriter**”) for the sale by the Underwriter to the public; and

WHEREAS, pursuant to the provisions of Section 103.230 of the Act, the Company has made a request in writing, addressed to the Issuer, that the sale of the Series 2010A Bonds, bearing interest as set out in the Trust Indenture dated as of January 1, 2010 (the “**2010A Indenture**,” which together with the 2009A Indenture are, collectively, the “**Indentures**”), by and between the Issuer and the Trustee, hereinafter approved, shall be made upon a negotiated basis to the Underwriter for the sale by the Underwriter to the public; and

WHEREAS, it is necessary and proper in the interests of the health, safety, convenience and general welfare of the citizens, residents and inhabitants of the Issuer and its environs that the Issuer (a) authorize the issuance of the Bonds for the Project, (b) authorize the execution and delivery of the Loan Agreements, (c) authorize the execution and delivery of the Indentures to the Trustee (or to any other institution which may serve as Trustee as described in such Indentures) for the holders of the Bonds, and the execution of related documents, (d) authorize the execution and delivery of (i) a Bond Purchase Agreement dated as of the date of execution thereof, by and among the Issuer, the Company and the Underwriter in connection with the Series 2009A Bonds (the “**2009A Purchase Agreement**”) and (ii) a Bond Purchase Agreement dated as of the date of execution thereof, by and among the Issuer, the Company and the Underwriter in connection with the Series 2010A Bonds (the “**2010A Purchase Agreement**,” which together with the 2009A Purchase Agreement are, collectively, the “**Purchase Agreements**”), (e) approve and authorize the execution of (i) an Official Statement (the “**2009 Official Statement**”) related to the offer and sale of the Series 2009A Bonds, and (ii) an Official Statement (the “**2010A Official Statement**,” which together with the 2009A Official Statement, the “**Official Statements**”) related to the offer and sale of the Series 2010A Bonds, and (f) confirm and approve the sale of the Bonds and approve other necessary or related documents and actions.

BE IT ORDAINED BY THE LEGISLATIVE COUNCIL OF THE LOUISVILLE/ JEFFERSON COUNTY METRO GOVERNMENT (THE “COUNCIL”) AS FOLLOWS:

SECTION I: Bond Authorization. For the purposes set forth in the preamble, which is incorporated as a part hereof, the Issuer, acting by and through the Council, hereby:

(A) Authorizes the sale, issuance, execution and delivery of the Series 2009A Bonds in an amount not to exceed [\$15,250,000], the Series 2009A Bonds to be issued in the form and subject to the terms and specifications set forth in the 2009A Indenture and in the 2009A Purchase Agreement identified and approved herein.

(B) Authorizes the sale, issuance, execution and delivery of the Series 2010A Bonds in an amount not to exceed [\$24,250,000], the Series 2010A Bonds to be issued in the form and subject to the terms and specifications set forth in the 2010A Indenture and in the 2010A Purchase Agreement identified and approved herein.

(C) Authorizes the use of the proceeds of the Series 2009A Bonds, as provided in the 2009A Indenture and the 2009A Loan Agreement hereinafter approved, for the refinancing of the Series 2002A Bonds.

(D) Authorizes the use of the proceeds of the Series 2010A Bonds, as provided in the 2010A Indenture and the 2010A Loan Agreement hereinafter approved, for the refinancing of the Series 2001A Bonds.

(E) Authorizes and approves the appointment of The Bank of New York Mellon Trust Company, N.A. (or such other institution which may serve as Trustee as designated in the Indenture) to serve as Trustee, Registrar, Paying Agent and Authenticating Agent in connection with the Bonds.

SECTION II: Loan Agreement Authorization. The Mayor is hereby authorized, empowered and directed to execute, acknowledge and deliver on behalf of the Issuer, with the attestation of the Metro Council Clerk, the Loan Agreements, which Loan Agreements are hereby approved, authorized and adopted in substantially the forms submitted herewith and designated Exhibit A-1 and Exhibit A-2 with such changes therein as the officials executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION III: Indenture Authorization. In order to provide for the authorization and security of the Bonds to be issued pursuant to the Act and to prescribe the terms and conditions upon which the Bonds are to be secured, executed, authenticated, accepted and held, the Mayor is hereby authorized, empowered and directed to execute and acknowledge on behalf of the Issuer, with the attestation of the Metro Council Clerk, the Indentures, and said officials are hereby authorized, empowered and directed to cause the Indentures to be accepted, executed and acknowledged by the Trustee hereby so appointed (or such other institution as described in the Indenture). The Indentures are hereby approved, authorized and adopted in substantially the forms submitted herewith and designated Exhibit B-1 and Exhibit B-2 with such changes as the officials executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Series 2009A Bonds and the Series 2010A Bonds will mature as to principal no later than October 1, 2032, and October 1, 2029, respectively, which is not later than 30 years from the date of issuance of either respective series of the Bonds, will be subject to redemption and prepayment in certain events and will bear interest payable periodically at the rate or rates, all as provided in the applicable Indentures, reference to which is hereby made.

SECTION IV: Purchase Agreement Authorization. The Issuer hereby approves, and the Mayor is authorized and directed to execute and deliver on behalf of the Issuer, the Purchase Agreements in connection with the original sale of respective Bonds, in substantially the forms

submitted herewith and designated Exhibit C-1 and Exhibit C-2 with such changes as the officials executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION V: Bond Sale Authorization. The respective sales of the series of the Bonds pursuant to the terms of the Purchase Agreements are hereby authorized, approved and directed. The Mayor is hereby authorized to approve such sales.

SECTION VI: Authorization of Official to Approve Interest Rate. The Mayor is authorized to approve on behalf of the Issuer the interest rate or rates to be borne by each series of the Bonds; provided, however, that such interest rate or rates with respect to each series of the Bonds shall not exceed _____ percent (___%) per annum.

SECTION VII: Authorization with Respect to Official Statement. The preparation and distribution of a Preliminary Official Statement and an Official Statement with respect to each series of Bonds in substantially the form(s) submitted to the Mayor and the County Attorney is hereby authorized and approved. The Mayor, with such changes as the officials executing the same may require or approve, is hereby authorized and directed to execute, if required, such Official Statement(s) on behalf of the Issuer, the execution thereof to constitute conclusive evidence of approval of the form(s) thereof. The certification by the Mayor on behalf of the Issuer of the Official Statement(s) as the official statements which the Issuer deems final for purposes of Rule 15c2-12(b)(1) of the Securities and Exchange Commission is hereby authorized and approved.

SECTION VIII: General Authorization. The Mayor, the Metro Council Clerk, any member of the Council, the County Attorney and other appropriate officials, and each of them, for and on behalf of the Issuer, are hereby authorized, empowered and directed to do and perform any and all things necessary to effect the execution of the Indentures, their execution and acceptance by the Trustee, the performance of all obligations of the Issuer under and pursuant to the Indentures and related documents, the execution and delivery of each respective series of the Bonds and the performance of all other actions of whatever nature necessary to effect and carry out the authority conferred by this Ordinance and by the Indentures. The Mayor, the Metro Council Clerk, any member of the Council, the County Attorney and other appropriate Issuer officials are hereby further authorized, empowered and directed for and on behalf of the Issuer to execute all assignments, endorsements, papers, documents, forms, certificates or other instruments, including any tax agreements with respect to each series of the Bonds, that may be required for the carrying out and effectuation of the authority conferred by and the purposes of this Ordinance and the Indenture, including but not limited to an Internal Revenue Service Form 8038 for each series of the Bonds, or to evidence said authority and purposes, and to exercise and otherwise take all action necessary to the full realization of the rights and purposes of the Issuer under any related documents and to perform all of the obligations of the Issuer under any related documents.

SECTION IX: Issuer Bond Obligations Limited. THE ISSUER SHALL NEVER BE REQUIRED TO PAY FROM ITS OWN FUNDS ANY OBLIGATIONS DERIVING FROM THE ISSUANCES OF THE BONDS, AND THE BONDS ARE DECLARED TO

BE SPECIAL AND LIMITED OBLIGATIONS PAYABLE SOLELY AND ONLY FROM THE RECEIPTS DERIVED UNDER THE LOAN AGREEMENTS WITH RESPECT TO THE PROJECT AND THE PROPERTY ENCUMBERED AND THE TRUST ESTATE CREATED UNDER THE INDENTURES, AS PROVIDED IN THE DOCUMENTS HEREIN APPROVED.

SECTION X: Public Hearing. It is hereby declared and certified that by the adoption of this Ordinance, the Issuer by and through the Council, as its elected legislative body, and by his approval and execution of this Ordinance the Mayor of the Issuer, as its elected chief executive officer, approve the Project and the issuance of each series of the Bonds after a duly held public hearing following reasonable public notice, all within the meaning of Section 147(f) of the U.S. Internal Revenue Code of 1986, as amended.

SECTION XI: Severability. The provisions of this Ordinance except Section X are hereby declared to be severable and if any section, phrase or provision shall, for any reason, be declared invalid, such declaration of invalidity shall not affect the validity of the remainder of this Ordinance.

SECTION XII: Ordinance Controls. In the event of any conflict or conflicts between the provisions of this Ordinance and of any prior ordinances, resolutions or parts thereof, the provisions of this Ordinance shall prevail.

SECTION XIII: Ordinance Effective. This Ordinance shall be in full force and effect upon its passage and approval. The summary of this Ordinance read at the meetings of the Council described below is approved for purposes of publication as provided by law.

INTRODUCED, SECONDED AND GIVEN FIRST-READING at a duly convened meeting of the Legislative Council of the Louisville/Jefferson County Metro Government, held on the [3rd] day of December, 2009 and GIVEN A SECOND READING, ADOPTED AND APPROVED at a duly convened meeting of the Legislative Council of the Louisville/Jefferson County Metro Government, held on the [17th] day of December, 2009, signed by the Mayor as evidence of his approval (including his approval as the Issuer's elected chief executive officer for purposes of compliance with Section 147(f) of the U.S. Internal Revenue Code of 1986, as amended), attested by the Metro Council Clerk and President of the Council, ordered published in summary form pursuant to KRS Chapter 424, duly enrolled and declared to be in full force and effect.

Kathleen J. Herron
Metro Council Clerk

David W. Tandy
President of the Council

Jerry E. Abramson
Mayor

Approval Date

APPROVED AS TO FORM AND LEGALITY:

MIKE O'CONNELL
JEFFERSON COUNTY ATTORNEY

By: _____
James T. Carey, Assistant County Attorney

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly qualified Metro Council Clerk of the Louisville/Jefferson County Metro Government, and as such Clerk I further certify that the foregoing is a true, correct and complete copy of an Ordinance duly adopted by the Council of said Issuer upon second reading at a duly convened meeting held on **[December 17, 2009]**, signed by the Mayor and President of the Council and now in full force and effect, all as appears from the official records of said County in my possession and under my control.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said County this ____ day of December, 2009.

(SEAL)

Kathleen J. Herron, Metro Council Clerk

EXHIBIT A-1

**2009A LOAN AGREEMENT
BETWEEN
LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT
AND
ULH, INC.**

EXHIBIT A-2

**2010A LOAN AGREEMENT
BETWEEN
LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT
AND
ULH, INC.**

EXHIBIT B-1

**2009A TRUST INDENTURE
BETWEEN
LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT
AND
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.**

EXHIBIT B-2

**2010A TRUST INDENTURE
BETWEEN
LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT
AND
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.**

EXHIBIT C-1

**2009A PURCHASE AGREEMENT
BY AND AMONG
LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT,
ULH, INC.
AND
MORGAN KEEGAN & COMPANY, INC.**

EXHIBIT C-2

**2010A PURCHASE AGREEMENT
BY AND AMONG
LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT,
ULH, INC.
AND
MORGAN KEEGAN & COMPANY, INC.**